

RECORDATION NO. 22132-L FILED

OCT 17 '11 -10 30 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

October 17, 2011

Ms Cynthia T Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Ms Brown

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Release (Solvay Polymers Equipment Trust 1999), dated as of July 30, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Trust Indenture and Security Agreement and related documents previously filed with the Board under Recordation Number 22132-B

The names and addresses of the parties to the enclosed document are

Indenture Trustee: U.S. Bank National Association (successor in interest to State Street Bank and Trust Company)
225 Asylum Street, 23rd Floor
Hartford, CT 06103

[Owner Trustee. Wilmington Trust Company, not in its individual capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890]

Chief of the Section of Administration
October 17, 2011
Page 2

A description of the railroad equipment covered by the enclosed document
is

2 railcars RELEASED: HLTX 6099 and HLTX 6290

A short summary of the document to appear in the index is

Partial Release (Solvay Polymers Equipment Trust 1999)

Also enclosed is a check in the amount of \$41 00 payable to the order of
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,


✓ Edward M Luria

EML/sem
Enclosures

RECORDATION NO.

22132-L
FILED

JUL 31 2011 -10 30 AM

SURFACE TRANSPORTATION BOARD

PARTIAL RELEASE
(Solvay Polymers Equipment Trust 1999)

Dated July 30, 2011

of

U.S. BANK NATIONAL ASSOCIATION
not in its individual capacity but solely as trustee
under the Trust Indenture and Security Agreement
(Solvay Polymers Equipment Trust 1999),
dated as of April 1, 1999, between
Owner Trustee and Indenture Trustee,
Indenture Trustee

HLTX 6099 and HLTX 6290

FILED WITH THE UNITED STATES SURFACE TRANSPORTATION BOARD PURSUANT
TO 49 U S C § 11301 ON _____, 2011, AT _____ A.M. UNDER RECORDATION
NUMBER 22132-____ AND DEPOSITED WITH THE OFFICE OF THE REGISTRAR
GENERAL OF CANADA PURSUANT TO SECTION 105 OF THE CANADA
TRANSPORTATION ACT ON _____, 2011, AT _____ A.M.

PARTIAL RELEASE
(Solvay Polymers Equipment Trust 1999)

This PARTIAL RELEASE, dated July 30, 2011 (this "***Partial Release***"), of U.S. BANK NATIONAL ASSOCIATION, a national banking association (successor to State Street Bank and Trust Company), not in its individual capacity but solely as trustee ("***Indenture Trustee***") under the Trust Indenture and Security Agreement (Solvay Polymers Equipment Trust 1999), dated as of April 1, 1999 (the "***Indenture***"), between Wilmington Trust Company, a Delaware trust company, not in its individual capacity, except as otherwise expressly provided therein, but solely as trustee ("***Owner Trustee***") under the Trust Agreement (Solvay Polymers Equipment Trust 1999), dated as of April 1, 1999, that creates the trust identified under the title hereof, and Indenture Trustee

WITNESSETH:

WHEREAS, the Indenture was filed with the Surface Transportation Board (formerly the Interstate Commerce Commission) (the "***STB***") pursuant to 49 U.S.C. Section 11303 on April 30, 1999, and deposited with The Office of the Registrar General of Canada (the "***Registrar***") pursuant to Section 90 of the Railway Act of Canada on April 30, 1999,

WHEREAS, Indenture Supplement No. 1 (Solvay Polymers Equipment Trust 1999) by Owner Trustee in favor of Indenture Trustee was filed with the STB on September 29, 1995, and deposited with Registrar on April 30, 1999;

WHEREAS, the Partial Release (Solvay Polymers Equipment Trust 1999) dated as of October 1, 2001 of Indenture Trustee was filed with the STB on October 19, 2001, and deposited with the Registrar on October 23, 2001;

WHEREAS, the Equipment described in Schedule I hereto (the "***Lost Equipment***") suffered Events of Loss;

WHEREAS, on July 30, 2011, INEOS Polyethylene North America, a Delaware general partnership (formerly Innovene Polyethylene North America, formerly BP Solvay Polyethylene North America, successor to Solvay Polymers, Inc) ("***Lessee***"), paid the Stipulated Loss Value of the Lost Equipment and the Rent due pursuant to the Lease, and otherwise fulfilled its SLV Obligations (as defined in the Lease) with respect to the Lost Equipment; and

WHEREAS, pursuant to Sections 2.14(a)(i) and 10.01(a) of the Indenture and Section 28(c) of the Lease, Indenture Trustee is required to release the Items of Lost Equipment from the Lien of the Indenture.

NOW, THEREFORE, Indenture Trustee does agree and stipulate as follows, intending to be legally bound:

1 Capitalized terms used but not otherwise defined herein (including those used in the foregoing recitals) shall have the meanings specified in Schedule X to the Participation

Agreement (Solvay Polymers Equipment Trust 1999), dated as of April 1, 1999, among KBC Bank N.V., Wilmington Trust Company, not in its individual capacity, except as otherwise expressly provided therein, but solely as Owner Trustee, Lessee and others, as such Schedule X existed on the Closing Date and as such Schedule X shall have been amended to and including the date hereof, which Schedule X shall for all purposes constitute a part of this Partial Release.

2 Indenture Trustee acknowledges receipt from Lessee on July 30, 2011 of (a) the amount of \$51,425.04 constituting the Stipulated Loss Value of railcar HLTX 6099, (b) the amount of \$51,425.04 constituting the Stipulated Loss Value of railcar HLTX 6290, and (c) the amount of \$266,881.51 constituting the Rent due pursuant to the Lease, for a total payment of \$369,731.59

3 The Items of Lost Equipment are hereby released from the Lien of the Indenture, and Indenture Trustee releases any and all claims in or to said Items of Lost Equipment.

4. Indenture Trustee hereby authorizes Lessee to file, in all applicable jurisdictions, an appropriate Uniform Commercial Code instrument of partial release with respect to the Items of Lost Equipment and Indenture Trustee hereby authorizes the filing of a UCC financing statement amendment, which may be on form UCC-3, to reflect the release of the Lost Equipment from the Lien of the Indenture.

5 THIS PARTIAL RELEASE SHALL IN ALL RESPECTS BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE. This Partial Release may be executed by the Indenture Trustee in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, Indenture Trustee has caused this Partial Release to be duly executed by one of its officers thereunto duly authorized on the day and year first above written.

U S. BANK NATIONAL ASSOCIATION, not in its individual capacity but solely as Indenture Trustee

By:  _____

Name: Arthur L. Blakeslee

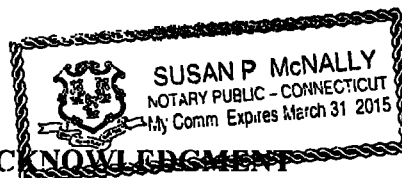
Title: Vice President

SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT

STATE OF CONNECTICUT §
 §
COUNTY OF HARTFORD §

This instrument was acknowledged before me on July 30, 2011, by Arthur L. Blakeslee, the Vice President of U S BANK NATIONAL ASSOCIATION, a national banking association.

Susan P. McNally
Notary Public in and for
the State of Connecticut

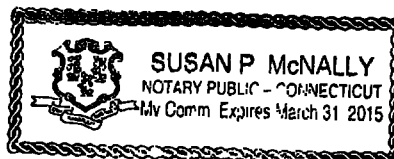


REGISTRAR GENERAL ACKNOWLEDGMENT

STATE OF CONNECTICUT §
 §
COUNTY OF HARTFORD §

On this 30TH day of July, 2011, before me personally appeared Arthur L. Blakeslee to me personally known, being by me duly sworn, says that he/she is the Vice President of U S. BANK NATIONAL ASSOCIATION, a national banking association (the "**Bank**"), and that the said instrument attached hereto was signed on behalf of the Bank under the authority of the Board of Directors on July 30, 2011 and he/she acknowledged that the execution of said instrument was the act and deed of the Bank.

Susan P. McNally
Notary Public in and for
the State of Connecticut



SCHEDULE I TO PARTIAL RELEASE
(Solvay Polymers Equipment Trust 1999)

DESCRIPTION OF LOST EQUIPMENT

Two Center Flow® covered hopper railcars of 6,224 cubic foot capacity, initialed HLTX and numbered 6099 and 6290, respectively, together with all parts, appurtenances and other equipment or property attached to said units of railroad equipment.

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 10/17/11

Edward M Luria
Edward M Luria